

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE:	§	
	§	
TITUS TRANSPORTATION, LP,	§	CASE NO. 10-42202
	§	
	§	
	§	
DEBTOR.	§	Chapter 11
	§	
	§	Judge Brenda T. Rhoades

**INTERIM ORDER APPROVING STIPULATION AND AGREEMENT
REGARDING DEBTOR'S EMERGENCY MOTION PURSUANT TO 11 U.S.C.
§§ 363 AND/OR 364 FOR INTERIM AND FINAL ORDERS AUTHORIZING
(I) DEBTOR-IN-POSSESSION FINANCING AND/OR (II) LIMITED USE OF CASH
COLLATERAL AND GRANTING ADEQUATE PROTECTION**

THIS MATTER COMING TO BE HEARD upon the Notice of Hearing and Motion for Approval of a STIPULATION AND AGREEMENT (the "Stipulation") REGARDING DEBTOR'S EMERGENCY MOTION (the "Motion") PURSUANT TO 11 U.S.C. §§ 363 AND/OR 364 FOR INTERIM AND FINAL ORDERS AUTHORIZING (I) DEBTOR-IN-POSSESSION FINANCING AND/OR (II) LIMITED USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION filed by Titus Transportation LP ("Debtor"), the Court having examined the Stipulation, by and between Debtor and Marquette Transportation Financing, Inc. ("Lender"), the Court having conducted a preliminary hearing at which counsel appeared on behalf of Debtor and Lender the Court having heard the arguments, representations and proffers of proof by counsel and the evidence adduced at the time of the hearing, and the Court being otherwise fully advised in the premises;

THE COURT HEREBY FINDS THAT:

1. The notice of this matter provided by Debtor as more fully set forth in the Stipulation and in Debtor's Unsworn Certificates of Service filed in connection the Motion, is adequate and proper under Federal Rule of Bankruptcy Procedure 4001 for the relief granted pursuant to this Order.

2. The terms and conditions of the Stipulation have been negotiated by Lender and Debtor in good faith and at arms' length; therefore, Lender is entitled to the protections afforded by Section 364(e) of the Bankruptcy Code. Accordingly,

IT IS HEREBY ORDERED THAT:

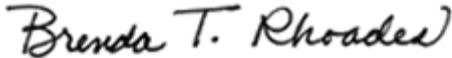
- A. The following provisions of the Stipulation, and all of the undertakings of the Debtor thereunder, are hereby approved, authorized and adopted, with such approval to be effective up to and through August 5, 2010: 1, 2, 4, 6, 7, 8, 10, 11, 13, 17, 18 and 21. The Debtor is directed to comply with the terms and conditions contained therein.
- B. **The Court shall conduct a hearing for final approval of the Stipulation on August 5, 2010 at 9:30 a.m.**
- C. The liens granted to Lender pursuant to the terms of the Stipulation shall be deemed properly perfected without any further act or deed on the part of Debtor or Lender.
- D. In order to prevent immediate and irreparable harm to Debtor's estate, Debtor is authorized to obtain credit and other financial accommodations from Lender, pursuant to and in accordance with the terms of the Stipulation through and including August 5, 2010.
- E. The automatic stay under Section 362 of the Bankruptcy Code is modified to the extent necessary for the Debtor and Lender to implement the provisions of the Stipulation.
- F. Pursuant to Bankruptcy Rule 4001(d)(2), **any objection to this Interim Order or to the Stipulation must be filed on or before July 29, 2010** (the "Objection Date"). The mailing

of a copy of this Interim Order by first class mail, postage prepaid, to those entities required under Bankruptcy Rule 4001(d)(1) shall be deemed to constitute compliance with the applicable notice provisions of Bankruptcy Rule 4001 regarding agreements for use of DIP Financing and/or cash collateral and granting of adequate protection.

- G. A final hearing on the Motion shall take place on August 5, 2010 at 9:30 a.m., before the Honorable Brenda T. Rhoades, United States Bankruptcy Judge, at the United States Bankruptcy Court, 600 N. Central Expressway, 3rd Floor, Plano, Texas (the “Final Hearing”). Objections shall be in writing and shall be filed with the Clerk of the Bankruptcy Court and served upon, at a minimum, counsel for the Debtor, counsel for Marquette, and the United States Trustee so that any such objections are received on or before the Objection Date.

Dated: July ___, 2010.

Signed on 7/9/2010

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HONORABLE BRENDA T. RHOADES,
UNITED STATES BANKRUPTCY JUDGE

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